

ATTENDEES:

(P) Linda Franklin	(P) Ricco Bhasin	(P) Susan Britton Payne	(R) Jasmine Tehara
(P) Kulvir Singh Gill	(R) Mark Beckles	(P) Michael Torrance	(P) Pardeep Singh Gill
(P) Elsa Cabral	(P) Stuart Johnston	(P) Glenn Martin	(P) Dr. Frank Martino
(P) Dr. Brian Klar	(P) Tiziana Rivera	(P) Dr. Victor Rajkotwala	(R) Dr. Ioana Ciric
(P) Brenda Bushey (Resource)			

Dr. Rardi van Heest	Kiki Ferrari	Florine Lobo	Ann Ford
Cara Francis	Kelly Kimens	Ken Mayhew	Steven Hall
Mary Jane McNally	KPMG Representatives		

1.0 CALL TO ORDER & DECLARATION OF CONFLICT

The meeting was called to order. No declarations of conflict were made.

MOVED, seconded

That the agenda be approved - CARRIED

1.1 CHAIR'S REPORT

A copy of the Ethical Decision Making Framework was included in the package for reference. The Chair addressed the Board and the expectations that will be required going forward. The goal of every meeting is to be respectful of everyone's time by starting and finishing each meeting as scheduled, coming prepared to discuss the agenda items and ensure enough time is allocated for each discussion. Members are expected to have read all materials in advance and come prepared to discuss. An informal discussion will be held at the conclusion of each meeting for elected members only.

An update on the status of the recruitment process for a permanent Chief of Staff was provided by Kelly Kimens. Interviews were held last week to select a preferred vendor who will carry out the recruitment process. The initial kick-off for the selection committee will be held in the next couple of weeks. It is expected that this process will take approximately 16-20 weeks to complete.

2.0 CONSENT AGENDA

One motion is required to approve all items included in the Consent Agenda. Any of the items contained within the Consent Agenda may be placed on the regular agenda for discussion. A summary of the motions are contained within the Consent Agenda.

The following items are included within the Consent Agenda for approval:

- CA 3.1 Board Minutes: June 22 (3 sets), August 4, September 12/22
- CA 3.2 MAC Minutes: July 13, September 7/22
- CA 3.3 Governance & Human Resources Minutes: September 8/22
- CA 3.4 Health Services & Quality Committee Minutes: September 7/22
- CA 3.5 Resources & Audit Minutes: September 14/22.

MOVED, seconded

That the items listed within the Consent Agenda be approved - CARRIED

3.0 BUSINESS ARISING

3.1 CHAIR'S REPORT: Governance & Human Resources Committee

The Chair's Report was tabled for information. The following items were removed from the report for additional discussion.

▪ **Governance Review**

An update on the progress of the governance review was provided. Dr. Leblanc has been retained to conduct this work which is expected to be completed by early November. In addition to the work agreed upon, three additional sessions (30-60 minutes each) will be provided at 6, 12 and 18 month intervals as touchpoints on how the Board is progressing.

▪ **Community Committee Representatives**

The Board was advised that there are currently four Community Committee vacancies for the 2022/23 cycle. A roster of potential candidates was presented to the Committee. The Committee Chairs had an opportunity to review the CVs and speak with the candidates to confirm an appropriate fit. The following feedback was provided for each of the recommended candidates.

Susan Britton spoke on behalf of the Health Services & Quality Committee. She had an opportunity to speak with Michael Luchenski and Chris Loreto. Both individuals were referred to Osler through other members of the Board. Each candidate expressed their interest in serving on the committee. Chris Loreto's background includes a strategic focus, Michael Luchenski's background is legal.

Q: Is there any concern of a potential conflict of interest given Chris Loreto's involvement with the PC party? How would any conflicts be addressed?

A: The Governance & Human Resources Committee had an opportunity to review and discuss the background of each nominee. No issues were raised during this process including concerns regarding conflict of interest. In the event that a conflict should arise, there is a process for declaring a conflict and the individual would refrain from participating in related discussions and/or recommendations.

Pardeep Singh Gill spoke on behalf of the Resources & Audit Committee. Although conversations were not directly held with the recommended candidates, a review of the CVs and related skillsets are in direct relation to what the committee needs at this time. Both individuals came as recommendations from members of the Board and/or the Executive Leadership Team. Sanjay Puri has an accounting background. Mary Whatman has a background in IT with a specific focus on cyber security.

Based on the feedback provided it is the recommendation of the Governance & Human Resources Committee that all four individuals be recommended to the Board for approval as community committee representatives.

MOVED, Seconded

That the Board of Directors approve the appointments of Chris Loreto and Michael Luchenski as community committee representatives for the Health Services & Quality Committee as recommended by the Governance & Human Resources Committee and Health Services & Quality Committee Chair; and

That the Board of Directors approve the appointments of Sanjay Puri and Mary Whatman as community committee representatives for the Resources and Audit Committee as recommended by the Governance & Human Resources Committee and Resources & Audit Committee Chair - CARRIED

The Committee Chair advised that a fifth candidate was also reviewed. Management is currently exploring opportunities for this individual with PFAC or MAC. The Committee also discussed the need to create a future pipeline of potential candidates. Further discussions will be held and appropriate recommendations made.

3.2 CHAIR'S REPORT: Health Services & Quality Committee

The Chair's Report was tabled for information. The following items were removed for additional discussion:

▪ Bill 7

An update on Bill 7 was provided to the Board. The purpose of this Bill is to “enable the safe transition of people who no longer require treatment in hospitals to temporary care arrangements in long-term care homes”. It was noted that Home & Community Care is the driver for this change. As of November 20, 2022, all hospitals must charge any discharged patient a \$400/day standard fee. The new legislation should not be a significant issue for Osler. It was noted that as much as possible, Osler works to avoid sending patients to long-term care facilities. More than 60% of patients end up returning home after transitional care. There are currently 50 patients at Osler waiting for transitional care.

Q: From a patient experience perspective, are there concerns of increased violence or related incidents as a result of this change? Who will have these conversations with patients and families?

A: The Patient Experience Office has already begun to receive calls on this matter. Operations include a discharge team who will often engage the primary care physician and nursing team in this process. Home & Community Care is also involved in these conversations. Scripts have been developed to support the teams. An escalation process has also been developed to assist with any concerns that may arise.

Q: With the addition of a \$400/day charge, where is that money allocated? Does it stay with the hospital and if so, are there any restrictions on use of funds?

A: The additional monies will remain with the hospital. Allocation of funds can be used as the hospital sees fit.

Q: Is this patient population more demanding on the teams?

A: This patient group tends to be less acute and therefore has less overall or impact on human resources.

The Board was reminded that in the event they receive calls on this issue, to please redirect to Dr. Martino.

▪ Land Acknowledgement Protocol

Mary Jane McNally, Chief Patient Experience Officer, was introduced to the Board. The purpose of the discussion is intended to provide further information and background on Osler's Truth and Reconciliation Call to Action Plan. In addition, the Board will be asked to provide feedback regarding Osler's protocol for land acknowledgment and how to implement it in a meaningful way.

The Truth and Reconciliation Commission (TRC) was created to facilitate reconciliation amongst residential school survivors, their families, community and all Canadians. The goal of this Commission was to educate the public on the truths of the residential school experience and to put forward tangible recommendations on how to further reconciliation between Canada and the Indigenous Peoples of this land. The Commission released a report containing 94 recommendations, of which six are related to health care.

Osler has conducted extensive consultation with local and regional Indigenous Peoples networks, community Elders and Knowledge Keepers as well as the Indigenous Health Program, University Health Network, Dufferin Cultural Resource Circle and Ontario Health for insights on best practices within a hospital. Based on the information provided, the Senior Leadership Team has endorsed recommendations around the type of Land Acknowledgement used for in-person and virtual meetings, along with how often and at what types of forums. It is suggested that a personalized Osler Land Acknowledgement be implemented at all public-facing external events and identified internal meetings, including the Board of Directors.

Concern was raised by the Board regarding the authenticity of the recommended statements and the fear of the possibility that this would become an exercise in tokenism instead of the thoughtful intent behind it.

Q: How often are we reporting on indigenous patient activity?

Q: Does Osler have specific programming for our indigenous population; are there resident experts?

Q: How will the Board be able to express themselves through the land acknowledgement process?

Q: What are we trying to accomplish?

Management recognized that this is a very difficult topic however, the Board is taking the right step in having this discussion. A robust policy will need to be developed that includes the reasons why it is important to add a Land Acknowledgement in key meetings and forums. It is important to understand the diverse health care needs of the patient population. There are a number of practices that have, and are being included that address some of these needs. Some of the initiatives include: expansion of the multi faith rooms, review of a basic smudging policy to include at birth and death, and creation of a partnership with the Dufferin County Resource Cultural Circle.

A brief discussion followed regarding the specific language of the Land Acknowledgement. There were some suggestions for modifications. It was suggested that management will engage in additional discussions as well as look to the Ontario Government for examples that could be considered.

The team will take away the feedback from the Board and will return at a later meeting with an update including recommendations on how to proceed.

3.3 CHAIR'S REPORT: Resources & Audit Committee

The Chair's Report was tabled for information. The following items were removed for additional discussion:

- ***Budget Update***

An update was provided on the financial status of the organization. The first quarter resulted in an \$8.0M unfavourable variance to budget. This amount was largely attributed to COVID expenses which has since been recovered by the Ministry of Health. Year-end results will come in relatively close to what was budgeted. The Ministry has advised that they are not intending to cover COVID-related costs going forward. Advocacy efforts continue to identify additional funding and support.

- ***Capital Projects & Financing Impacts***

The Committee met in June with advisors from KPMG to discuss the capital projects and financial impacts. The Chair noted that he has not been involved or influenced any of the works provided by KPMG. The Committee reviewed the CADF report which included an overview of needs and funding strategies. Rationalization strategies were reviewed during the summer months. In September, KPMG and management presenting their findings and analysis on the potential debt that would be required to fund the HIS project.

The estimated capital expense related to the HIS project is approximately \$200M (this number will be reassessed during an RFP process). In addition, a further \$336M is required to support the Peel Phase II redevelopment project and new radiation/oncology centre at Brampton Civic.

Funding sources include approximately \$125M from the City of Brampton along with \$80M from the Osler Foundation. Advocacy will be required to increase these amounts. It was noted that the \$125M provided through the City represents approximately 23% of the actual need. The operating expenses are estimated at approximately \$151M which is \$13M per year.

Osler will require approximately \$400M over the next six years; \$100M of that will be required within the next two years. The various sources of funding was reviewed and discussed. It has been suggested that debt financing is the most reliable option.

Management was requested to assess the implications of assuming debt now versus waiting until the cash is required. Essentially, if the debt was taken today, interest rates would only need to increase .05 percentage point for it to be more costly in the future. During the summer, management reviewed whether assuming this debt would be affordable. There were three defined mitigation strategies discussed: increase advocacy to obtain additional funding, find new sources of revenue, and, identify cost efficiencies. A list of opportunities was developed that would assist the organization in achieving a surplus of cash. It was stated, that there is no guarantee that the efficiencies identified would be achievable, however, there is the possibility of identifying additional efficiencies that could definitively be achieved. Given this information, it is believed that the most realistic approach is to assume the debt.

Q: *Will the information provided in the package be reviewed for a more fulsome discussion?*

A: Yes. The information will be presented and discussed in detail at the next Board meeting.

Q: What is the term of the loan being considered? When would the debt need to be paid back?

A: The term of the loan would be over 40 years. The plan is to pay the interest and put aside specific funds each year that would be accumulated to cover the principle at the end of the 40 year term.

Q: In reviewing the documents, it is suggested that there is also discussion that focuses on a 10-year planning cycle in preparation for a new hospital. Are those dollars being accounted for or will a separate discussion be required to determine additional priorities?

A: The calculations presented are only based on the three capital projects listed: HIS, PMC Phase II and Oncology Centre. The government has signaled the go-forward for the projects listed. Priority decisions have been made based on a 5-10 year timeline. Beyond that, an additional exercise will be required to determine the priorities of the organization.

Q: What are the implications of the decisions being made at this time? What does this mean from a fiscal perspective; how much will be required from the current each year to address this new debt?

A: This information will be presented at the next meeting.

Q: The decisions required are not inconsequential and need to be examined very closely. The operational mitigation strategies will need to be further discussed to determine what is actually possible.

A: The mitigation strategies have been divided into three main categories: advocacy with the Ministry, revenue generating streams and expenses.

A high level overview of the proposed mitigation strategies was provided. Forecasting has been completed to 2031/32.

It is important that the Board is comfortable in making this decision. If there is not an appropriate level of comfort than the options are: initiating a significant advocacy effort to lobby government and community to help support the projects; or, review the existing list of projects and determine what will be removed from the current list.

There are a number of investments that will be required in the near future including: labour, potential name change and brand marketing. This investment does not include the funds required for the new medical school affiliation.

Q: Can funding from the Ministry of Health be applied to cover debt financing?

A: Yes.

It was suggested that all questions and concerns be forwarded to the CEO, Board Chair or Resources Chair before the next meeting in order to ensure they have been considered and appropriately addressed.

4.0 NEW BUSINESS

4.1 REPORT OF THE PRESIDENT & CHIEF EXECUTIVE OFFICER

A written report was provided for information.

The CEO congratulated the Board Chair on her recent retirement announcement. Members were thanked for their participation at the September 12 education session.

The following highlights were provided:

- The organization is preparing for an unpredictable fall/winter. An increase in respiratory viruses is expected. Proactive strategies have been developed to manage the volumes including:
 - increasing capacity in select areas with the addition of surge beds;
 - enhancing community partnerships;
 - utilizing Ontario Health initiatives including provincial bed management meetings, care coordination and the implementation of Bill 7.
- The Urgent Care Centre at Peel Memorial remains on track to transition to a 24 hour/7 day a week service on November 28.
- Preparations are underway for the upcoming municipal election this fall. Candidate information sessions are taking place this week and next to brief candidates on Osler's priorities.

- Throughout September, Osler celebrated the rich legacies upon which Etobicoke General (50 years), Brampton Civic (15 years) and Peel Memorial (5 years) were built.
- Osler has been invited to attend a CARP meeting in October; this is an opportunity to provide an update to some of Osler's senior community members.
- A community town hall will also be scheduled in November.

4.2 REPORT OF THE INTERIM CHIEF OF STAFF

A written report was provided for information. The following highlights were provided.

The number of Osler physicians continues to grow with the current compliment at 1020 physicians. There are a few areas that continue to be challenging from a recruitment/retention point of view and include: Emergency, Anesthesia and Hospitalists.

With the support of the PSA and key physician leaders, Osler is engaging in a Peer Support Program that offers support to physicians who are affected by a stressful patient event. The first training session will include 36 physicians and will take place on October 26. The goal of the program is to enhance resilience and improve the overall wellbeing of physicians.

Q: A request was made of the Chief of Staff to provide an update on the activities of the OHT at the next meeting.

5.0 ADJOURNMENT

MOVED, Seconded

That the meeting be adjourned – CARRIED